

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GARY FRIEDRICH ENTERPRISES, LLC and
GARY FRIEDRICH,

08-CV-01533 (BSJ) (JCF)

Plaintiffs,

- against -

MARVEL ENTERPRISES, INC., MARVEL
ENTERTAINMENT, INC., MARVEL
STUDIOS, INC., MARVEL CHARACTERS,
INC., HASBRO, INC., TAKE-TWO
INTERACTIVE, COLUMBIA TRI-STAR
MOTION PICTURE GROUP, COLUMBIA
PICTURES INDUSTRIES, INC., CRYSTAL
SKY PICTURES, RELATIVITY MEDIA LLC,
MICHAEL DELUCA PRODUCTIONS, INC.,
SONY PICTURES ENTERTAINMENT, INC.
and SONY CORPORATION OF AMERICA,

Defendants.

DECLARATION OF SUSAN DEARDORFF

Susan Deardorff hereby declares pursuant to 28 U.S.C. § 1746 as follows:

1. I am an Executive Director of Sony Pictures Entertainment Inc. ("SPE"). I submit this declaration on behalf of SPE and on behalf of Columbia Pictures Industries, Inc. ("Columbia"), an indirect subsidiary of SPE, in opposition to Plaintiffs' motion to re-transfer venue of this action from the Southern District of New York to the Eastern District of Missouri. This declaration is based on the books and records of SPE and Columbia, which are regularly kept in the ordinary course of SPE's and Columbia's business.

2. SPE and Columbia are Delaware corporations with their principal places of business in Culver City, California. SPE and Columbia also maintain an office at 550 Madison Avenue in New York, New York which houses approximately 250 employees of SPE, Columbia and their subsidiaries. SPE and Columbia do not have any offices located in Missouri. Columbia Tri-Star Motion Picture Group, which is named as a defendant in this action, is not a legal entity, and has no place of incorporation and no principal place of business.

3. Sony and Columbia currently anticipate that the following party witnesses will testify on their behalf:

(a) A representative of SPE will testify concerning SPE's licensing of the rights to produce the motion picture featuring Ghost Rider and the other characters at issue in this action ("Picture"), and SPE's and Columbia's utilization of those rights. SPE's licensing operations relating to the Picture were conducted out of its offices in California, and the representative who will testify regarding these activities will necessarily be a California-based employee.

(b) A financial representative of SPE will testify concerning SPE's and Columbia's revenues and expenses relating to the production of the Picture. SPE's and Columbia's accounting operations relating to the Picture are conducted out of their offices in California, and the representative who will testify regarding the financial aspects of the Picture will necessarily be a California-based employee. All of SPE's and Columbia's business records relating to the production of the Picture are located in California.

4. It would be much more convenient for SPE and Columbia to litigate this action in the Southern District of New York or the Central District of California, than it would be

for SPE and Columbia to litigate this action in the Eastern District of Missouri. As noted above, SPE and Columbia have offices in Manhattan and the individuals who were involved in the licensing of the rights for the Picture from Marvel regularly travel to New York for business, as do SPE and Columbia representatives who are responsible for the financial aspects of the Picture. Depositions can be scheduled much more easily in New York than in Missouri, and these representatives can continue to work from the SPE offices during these trips. SPE and Columbia witnesses do not regularly travel to Missouri for business. SPE and Columbia also have established relationships with outside counsel in New York in connection with various matters, but have no established relationship with any firms in Missouri. David Fleischer and Jodi Kleinick of Paul, Hastings, Janofsky & Walker LLP, who have been representing all of the defendants in this action since April 2007, are both located in New York.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 29, 2008 in Calver City, CALIFORNIA.


SUSAN DEARDORFF